

Exhibit 9

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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In Re: Case No:

RESIDENTIAL CAPITAL, LLC, et. al, 12-12020 (MG)

Debtors.

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VIDEOTAPE DEPOSITION OF TAMMY HAMZEPHOUR

New York, New York

November 13, 2012

9:43 a.m.

Reported by:

ERICA L. RUGGIERI, RPR

JOB NO: 27903

November 13, 2012

9:43 a.m.

Deposition of TAMMY HAMZEPHOUR,
held at the offices of Kramer, Levin,
Naftalis & Frankel, 1177 Avenue of the
Americas, New York, New York, pursuant
to Notice, before Erica L. Ruggieri,
Registered Professional Reporter and
Notary Public of the State of New
York.

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2 MR. RAINS: Objection, calls for
3 speculation.

4 MR. KAUFMAN: I was just
5 following up on her testimony.

6 A. I don't -- I don't know that I
7 would say likely, but it's certainly
8 possible that she communicated to Tim.

9 Q. In the top e-mail of the exhibit
10 sent by Mr. Devine to Gary Lee and you,
11 Mr. Devine asks whether 11 a.m. would work
12 for the conversation he suggested and
13 summarized a discussion he had had with
14 Mr. Lee the day before, correct?

15 A. Yes. That's what it looks like.

16 Q. And am I correct that you were
17 not a party to that discussion between
18 Mr. Devine and Mr. Lee that's referenced
19 in his e-mail?

20 A. I don't know. But probably not,
21 given the fact that there were two of us,
22 and he was telling me what happened in the
23 call. So probably I wasn't there.

24 Q. Okay. Regarding that
25 discussion, Mr. Devine stated, "On KP next

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2 steps I don't think we should share dollar
3 range of potential AFI contribution (Gary
4 and I had discussed including some
5 figures)."

6 Do you see that?

7 A. Yes.

8 Q. Do you know what potential AFI
9 contribution Mr. Devine had discussed with
10 Mr. Lee during their conversation?

11 A. No, I don't.

12 Q. Nobody told you?

13 A. If they did, I don't remember.

14 Q. Mr. Devine went on to say, "I
15 think it's premature, given that business
16 has not got to a number yet. Can always
17 share with her at next round of
18 discussion. Would recommend we simply
19 indicate all the rest, the structure of
20 the proposed outcomes, the potential for
21 substantial contribution from AFI,
22 fragility of the goal, but clarity of
23 purpose for comprehensive third-party
24 releases, et cetera."

25 Do you see that?

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2 over each other.

3 Q. I apologize. Let me correct.

4 What Mr. Devine said in his 4:44 p.m.

5 e-mail, "Let's book Thursday 4 to 6 for

6 web meeting. Only presentation material

7 will be the waterfall deck." Correct?

8 A. That's correct.

9 Q. Do I understand correctly from

10 these e-mails that Mr. Devine was the one

11 who coordinated this next meeting with

12 Ms. Patrick?

13 A. Yes.

14 Q. Among those Mr. Devine copied on

15 his e-mails were Rick Cieri and Ray

16 Schrock, correct, right?

17 A. Correct.

18 Q. And both of them are partners at

19 Kirkland & Ellis, right?

20 A. Yes.

21 Q. And they represented AFI, didn't

22 they?

23 A. Yes.

24 Q. Was AFI negotiating the

25 settlement with Kathy Patrick?

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2 A. They were negotiating to the
3 extent that if they were making a
4 contribution to us in a settlement
5 separately, they wanted third-party
6 releases from her. So the two things were
7 related to each other somewhat.

8 Q. They also wanted third-party
9 releases -- sorry, they also wanted
10 releases from ResCap, right?

11 A. They wanted releases from ResCap
12 and they wanted third-party releases from
13 Kathy Patrick.

14 Q. Okay.

15 A. And others.

16 MR. KAUFMAN: Let's mark as the
17 next exhibit an e-mail chain on
18 May 2nd and May 3, 2012. Bates
19 numbers RC 9019_00049016 to 7.

20 (9019 Exhibit 82, e-mail chain
21 on May 2nd and May 3, 2012, Bates RC
22 9019_00049016 to 7, marked for
23 identification, as of this date.)

24 Q. Feel free to take your time
25 reviewing this exhibit, Ms. Hamzephour.

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2 A. No.

3 Q. So when Mr. Lee said that
4 Ms. Patrick had proposed to support the
5 plan releases "Provided that Ally
6 contributes no less than X dollars in
7 cash," what did you understand that meant?

8 A. Ally was looking for plan
9 support agreement from her clients that
10 would include third-party releases. And
11 that she would support that at some level
12 contribution from Ally which had not yet
13 been determined.

14 Q. In the top e-mail from
15 Mr. Devine he said, "Our notes match." Do
16 you see that?

17 A. Yes.

18 Q. Do you know whether Mr. Devine
19 was on the call or meeting summarized in
20 Mr. Lee's e-mail?

21 A. I don't know.

22 Q. His comments suggest to you that
23 he was, doesn't it?

24 MR. RAINS: Objection. Calls
25 for speculation.

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2 20 percent of their allowed claim to
3 ResCap LLC. This provision was added to
4 protect the investors in the event that a
5 larger than expected portion of the Ally
6 settlement proceeds is allocated to ResCap
7 LLC based on alter ego type claims (as
8 opposed to RFC and GMACM as we
9 anticipate)."

10 Do you see that?

11 A. Yes.

12 Q. That was a description of the
13 so-called Holdco election, wasn't it?

14 A. Yes.

15 Q. Was ResCap's board of directors
16 asked to consider and approve that
17 amendment to the RMBS trust settlement
18 agreement?

19 A. I don't remember that there
20 were.

21 Q. Weren't you the one who approved
22 that?

23 A. I approved it -- I signed it
24 after discussing with counsel and
25 Mr. Marano.

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discussions about the board's fiduciary obligations?

A. Yes.

Q. Are you familiar with a gentleman by the name of Frank Sillman?

A. No.

Q. Okay. Do you know if debtors engaged any experts in connection with evaluating or analyzing the RMBS settlement in connection with the Rule 9019 motion?

A. Yes. We have experts.

Q. Do you know if Mr. Sillman is one of those experts?

A. I don't recognize the name.

Q. Okay. Do you know if -- were you involved in the expert engagement process in connection with the Rule 9019 motion?

A. No.

Q. Who was involved with that?

A. Morrison & Foerster.

Q. Was anybody at ResCap consulted with -- by Morrison & Foerster in

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2 Foerster.

3 Q. And do you recall -- how did you
4 find out about what the experts were
5 working on?

6 A. In conversations with counsel.

7 Q. Have you read the report by
8 Fortis?

9 A. No, I have not.

10 Q. Do you think that was an
11 important thing for you to do in
12 connection with the Rule 9019 motion?

13 A. No.

14 Q. Why not?

15 A. I just didn't think it was.

16 Q. Do you know what Fortis
17 concluded in connection with their report?

18 A. I didn't read the report.

19 Q. I know. I'm asking you a
20 different question. Do you know what
21 their conclusions were?

22 A. No, I don't know what their
23 conclusions were.

24 Q. I'm just going to grab the pile
25 of exhibits in front of you. I just want